UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

F5 CAPITAL, A CAYMAN ISLANDS CORPORATION,

No. 14 Civ. 9356 (AT)

Plaintiff,

-against-

PETROS PAPPAS, et al.,

Defendants,

-and-

STAR BULK CARRIERS CORP.,

Nominal Defendant.

DECLARATION OF PAUL ANDY WILLIAMS

I, PAUL ANDY WILLIAMS, declare the following:

- I am a Director of Bluesea Invest and Holding Limited and Mirabel Shipholding
 & Invest Limited and I make this Declaration in support of Certain Defendants' Additional
 Motion to Dismiss the Complaint for Lack of Personal Jurisdiction and Insufficient Service of
 Process. I have personal knowledge of the facts stated in this Declaration.
- Bluesea Invest and Holding Limited and Mirabel Shipholding & Invest Limited
 are companies limited by shares incorporated in the British Virgin Islands with their principal
 place of business and registered office in the British Virgin Islands.
- Neither Bluesea Invest and Holding Limited nor Mirabel Shipholding & Invest
 Limited maintain an office or place of business in the State of New York.



4. Neither Bluesea Invest and Holding Limited nor Mirabel Shipholding & Invest Limited has designated an agent for service of process in the State of New York, and they were not directly served with the Summons and Complaint.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 3 day of March, 2015.

Paul Andy Williams

SK 25767 0008 6396829